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[Proposed] Lead Counsel for Lead Plaintiffs and Class

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

ANDREW R. MAY, INDIVIDUALLY AND
ON BEHALF OF ALL OTHERS SIMILARLY
SITUATED,

Plaintiff,

vs.

TELIK, INC., et al.

Defendants.

Case No.: 1:07-cv-04819 (CM)

**[PROPOSED] ORDER: (1)
CONSOLIDATING RELATED
ACTIONS; (2) APPOINTING THE
TELIK INVESTOR GROUP AS LEAD
PLAINTIFFS; AND (3) APPROVING
LEAD PLAINTIFFS' SELECTION OF
COUNSEL**

KEVIN HENNESSY, INDIVIDUALLY AND
ON BEHALF OF ALL OTHERS SIMILARLY
SITUATED,

Plaintiff,

vs.

TELIK, INC., et al.

Defendants.

Case No.: 1:07-cv-05707 (CM)

WHEREAS, the above-captioned securities class actions (the "Securities Class Actions")
have been filed against defendant Telik, Inc., certain of its present and former officers and

directors, and certain underwriter defendants (collectively “Defendants”), alleging violations of the federal securities laws;

WHEREAS, Rule 42(a) of the Federal Rules of Civil Procedure provides that a court may order all actions consolidated if they involve “common issues of law or fact.” Fed. R. Civ. P. 42(a). The Securities Class Actions involve common legal and factual issues; thus, efficiency and consistency will result from their consolidation. See Fed. R. Civ. P. 42(a);

WHEREAS, pursuant to the Private Securities Litigation Reform Act of 1995 (“PSLRA”), 15 U.S.C. § 78u-4(a)(3)(A)(i), on June 6, 2007, a PSLRA early notice was issued to potential class members of the action and informed them of their right to move to serve as lead plaintiff within 60 days of the date of the issuance of said notice;

WHEREAS, on August 6, 2007, Plaintiffs Carlos Caprioglio, Hillel Abrams, and Shirish and Geeta Shah (the “Telik Investor Group”), moved the Court to: (1) consolidate the Securities Class Actions; (2) appoint each of themselves as lead plaintiffs; and (3) approve their selection of the Rosen Law Firm, P.A. as lead counsel;

WHEREAS, the PSLRA, provides, *inter alia*, that the most-adequate plaintiffs to serve as lead plaintiffs is the person or group of persons that has either filed a complaint or has made a motion in response to a notice and has the largest financial interest in the relief sought by the Class and satisfies the requirements of Fed. R. Civ. P. 23;

WHEREAS, 15 U.S.C. § 78u-4(a)(3)(B) provides, *inter alia*, that as soon as practicable after the decision on consolidation is rendered, the Court shall appoint the most adequate plaintiffs as lead plaintiffs for the consolidated actions;

WHEREAS, the Court finding that Telik Investor Group has the largest bona fide financial interest in this action and *prima facie* satisfies the typicality and adequacy requirements of Fed. R. Civ. P. 23. See 15 U.S.C. § 78u-4(a)(3)(B)(iii)(I); and

IT IS HEREBY ORDERED THAT:

CONSOLIDATION OF SECURITIES CLASS ACTIONS

1. The Securities Class Actions are consolidated for all purposes including, but not limited to, discovery, pretrial proceedings and trial proceedings pursuant to Fed. R. Civ. P. 42(a).

MASTER DOCKET AND CAPTION

2. The docket in Case No. 1:07-cv-04819 (CM) shall constitute the Master Docket for this action.

3. Every pleading filed in the consolidated action shall bear the following caption:

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

In re Telik, Inc. Securities Litigation)	Master File No. 1:07-cv-04819 (CM)
)	
)	CLASS ACTION
)	
This Document Relates To:)	
)	

4. The file in Civil Action No. 1:07-cv-04819 (CM) shall constitute a master file for every action in the consolidated action. When the document being filed pertains to all action, the phrase “All Actions” shall appear immediately after the phrase “This Document Relates To:”. When a pleading applies to some, but not all, of the actions, the document shall list, immediately after the phrase “This Document Relates To:”, the docket number for each individual action to which the document applies, along with the last name of the first-listed plaintiff in said action.

5. All Securities Class Actions subsequently filed in, or transferred to, this District shall be consolidated into this action. This Order shall apply to every such action, absent order of the Court. A party objecting to such consolidation, or to any other provisions of this Order, must file an application for relief from this Order within ten days after the date on which a copy of this Order is mailed to the party's counsel.

6. This Order is entered without prejudice to the rights of any party to apply for severance of any claim or action, with good cause shown.

APPOINTMENT OF LEAD PLAINTIFFS AND LEAD COUNSEL

7. Pursuant to Section 21D(a)(3)(B) of the Exchange Act, 15 U.S.C. §78u-4(a)(3)(B), the Telik Investor Group and each of its members are appointed Lead Plaintiffs for the class as they have the largest financial interest in this litigation and otherwise satisfy the requirements of Fed. R. Civ. P. 23.

8. The Telik Investor Group's choice of counsel is approved and accordingly, the Rosen Law Firm, P.A. is appointed Lead Counsel.

9. Lead Counsel, after being appointed by the Court, shall manage the prosecution of this litigation. Lead Counsel is to avoid duplicative or unproductive activities and are hereby vested by the Court with the responsibilities that include, without limitation, the following: (1) to prepare all pleadings; (2) to direct and coordinate the briefing and arguing of motions in accordance with the schedules set by the orders and rules of this Court; (3) to initiate and direct discovery; (4) prepare the case for trial; and (5) to engage in settlement negotiations on behalf of Lead Plaintiffs and the Class.

SO ORDERED:

Dated _____, 2007

HONORABLE COLLEEN MCMAHON
UNITED STATES DISTRICT JUDGE